

EXHIBIT A

1 IN THE UNITED STATES DISTRICT COURT
2 FOR THE DISTRICT OF NEW JERSEY
3 CIVIL ACTION NO. 09-cv-3685

4 VERNON W. HILL, II, : STENOGRAPHIC
5 SHIRLEY HILL AND : TRANSCRIPT OF THE
6 INTERARCH, INC. : VIDEOTAPE DEPOSITION
7 Plaintiffs : OF:
8 vs. :
9 : SHIRLEY HILL
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10 TAKEN BEFORE: Kathleen S. Bowe,
11 Registered Professional Reporter, Certified Court
12 Reporter and Notary Public, License No. 1312, at
13 the offices of InterArch, Inc., 9000 Atrium Way,
14 Suite 100, Mt. Laurel, New Jersey, 08054, on
15 Tuesday, April 12, 2011, commencing at 10:05
16 a.m., in the above-entitled cause of action.

18  COPY

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22 KATHY BOWE COURT REPORTERS
23 * Certified Court Reporters *
24 * Registered Professional Reporters *
25 16 Autumnwood Lane
Mt. Laurel, New Jersey 08054
[856] 273-9299

KATHY BOWE COURT REPORTERS

<p>6</p> <p>1 Q. We're here today to take your</p> <p>2 deposition. Now, you've been deposed before</p> <p>3 because I deposed you. Do you recall that?</p> <p>4 A. I do.</p> <p>5 Q. You understand the rules?</p> <p>6 A. Do you?</p> <p>7 Q. I do.</p> <p>8 A. Yes.</p> <p>9 Q. You understand the rules of the</p> <p>10 deposition?</p> <p>11 A. I do.</p> <p>12 Q. Do you need me to repeat any of them?</p> <p>13 A. No.</p> <p>14 Q. So we can get right down to business?</p> <p>15 A. Correct.</p> <p>16 Q. If you need to take a break at any time,</p> <p>17 just tell me and we'll take a break. All right?</p> <p>18 A. All right.</p> <p>19 Q. Ms. Hill, I'm going to show you what we</p> <p>20 previously marked as TD-23 for identification,</p> <p>21 and just ask you if you recognize that document?</p> <p>22 A. Yes.</p> <p>23 Q. Is that the Complaint that you and</p> <p>24 Mr. Hill and InterArch filed against the</p> <p>25 defendants, Commerce Bank and TD Bank?</p> <p>KATHY BOWE COURT REPORTERS</p>	<p>8</p> <p>1 all times during that period of 30 some years,</p> <p>2 have you been the sole owner of InterArch?</p> <p>3 A. Yes.</p> <p>4 Q. And at all times since the start of that</p> <p>5 firm, have you been the lead or principal person</p> <p>6 at InterArch?</p> <p>7 A. Yes.</p> <p>8 Q. Can you tell us what your job duties are</p> <p>9 at InterArch?</p> <p>10 A. They've changed over 30 years, 35 years.</p> <p>11 Q. Okay.</p> <p>12 A. I guess as principal, it would be to set</p> <p>13 the design parti, work with the staff, work with</p> <p>14 the clients, look for business, run the firm.</p> <p>15 Q. Okay. You mentioned that you would work</p> <p>16 with the clients. What clients has InterArch</p> <p>17 had, let's say over the last ten years?</p> <p>18 A. Commerce Bank.</p> <p>19 Q. Anybody else?</p> <p>20 A. For ten, about ten years ago, we stopped</p> <p>21 taking other clients because of the demands of</p> <p>22 Commerce Bank. A client, two clients came to me</p> <p>23 around nine years and asked us to do work. We</p> <p>24 had done work for them before. Asked us to do</p> <p>25 work. We did. Because we had had them before.</p> <p>KATHY BOWE COURT REPORTERS</p>
<p>7</p> <p>1 A. I believe it is.</p> <p>2 Q. Did you read that Complaint at any point</p> <p>3 in time?</p> <p>4 A. Yes.</p> <p>5 Q. So you're familiar with the allegations</p> <p>6 in that Complaint as they relate to you and</p> <p>7 InterArch; correct?</p> <p>8 A. Correct.</p> <p>9 Q. We're going to come back to that. Let</p> <p>10 me just ask you a couple background questions.</p> <p>11 Is it correct that you are the sole owner of</p> <p>12 InterArch?</p> <p>13 A. It is.</p> <p>14 Q. And what is InterArch?</p> <p>15 A. InterArch is an architectural design,</p> <p>16 advertising, branding firm.</p> <p>17 Q. And for how long has InterArch been in</p> <p>18 existence as an entity?</p> <p>19 A. I don't know. I would say 30 years.</p> <p>20 Q. Okay.</p> <p>21 A. I don't know exactly.</p> <p>22 Q. Probably a little bit more than that?</p> <p>23 A. Well, I started the firm somewhere</p> <p>24 around 35 years ago.</p> <p>25 Q. Okay. All right. Fair enough. Now, at</p> <p>KATHY BOWE COURT REPORTERS</p>	<p>9</p> <p>1 But they were the only two. Other than that, we</p> <p>2 turned down work.</p> <p>3 Q. Okay. Let's, if we could, focus on the</p> <p>4 year 2006, which is approximately five years ago.</p> <p>5 A. Uh-huh.</p> <p>6 Q. You have to just --</p> <p>7 A. Yes.</p> <p>8 Q. You don't do this everyday; we do. And</p> <p>9 if I remind you or prompt you, you have to answer</p> <p>10 yes or no, it is not because I'm trying to --</p> <p>11 A. I understand.</p> <p>12 Q. I just want to make sure the record is</p> <p>13 clear.</p> <p>14 A. Uh-huh.</p> <p>15 Q. The other two clients that you</p> <p>16 mentioned, were they clients in the period of the</p> <p>17 2006, 2007 time frame?</p> <p>18 A. No.</p> <p>19 Q. Who were those other two clients?</p> <p>20 A. Lockheed Martin.</p> <p>21 Q. Okay.</p> <p>22 A. And I don't remember the full name, but</p> <p>23 Oliver Frey, law firm.</p> <p>24 Q. His former firm?</p> <p>25 A. Correct.</p> <p>KATHY BOWE COURT REPORTERS</p>

<p style="text-align: right;">10</p> <p>1 Q. Mr. Frey has passed, so it was the firm</p> <p>2 that was in existence when he --</p> <p>3 A. Correct.</p> <p>4 Q. Got it. Frey, Petrakis, does that ring</p> <p>5 a bell?</p> <p>6 A. And Deeb.</p> <p>7 Q. There you go. And you did work for</p> <p>8 those two entities?</p> <p>9 A. Correct.</p> <p>10 Q. Was that before 2006?</p> <p>11 A. Yes.</p> <p>12 Q. In the year 2006, is it your testimony</p> <p>13 that you only worked for Commerce Bank?</p> <p>14 A. For Commerce Bank and for, for clients</p> <p>15 of Commerce that they loaned us out to. Commerce</p> <p>16 paid us, but we did work for, we did work for</p> <p>17 Mayor Bloomberg in New York, called Vernon Hill</p> <p>18 and asked if we could get involved with a</p> <p>19 customer service project they had. We got a call</p> <p>20 and said please go to New York and work on this</p> <p>21 project.</p> <p>22 We also worked on the Morristown</p> <p>23 School of Autism, that I believe they were, we</p> <p>24 lent them money, I believe, the bank did.</p> <p>25 Q. So other than Commerce Bank itself in</p> <p style="text-align: center;">KATHY BOWE COURT REPORTERS</p>	<p style="text-align: right;">12</p> <p>1 A. No. Come here. Come on, come on.</p> <p>2 He'll come back. Thank you.</p> <p>3 Q. Let's go to 2007. In 2007, was Commerce</p> <p>4 Bank the sole source of revenue for InterArch?</p> <p>5 A. I would have to say yes.</p> <p>6 Q. In 2007, did InterArch perform work for</p> <p>7 any other entities, businesses, charities or</p> <p>8 otherwise for which they were compensated by</p> <p>9 Commerce Bank?</p> <p>10 A. Not that I recall.</p> <p>11 Q. In 2007, did InterArch turn down any</p> <p>12 work?</p> <p>13 A. No.</p> <p>14 Q. In 2006, about how many employees were</p> <p>15 working at InterArch?</p> <p>16 A. Upwards of, I would say, I think in 2007</p> <p>17 we were around 60. So we might have been, we</p> <p>18 might have been between 55 and 60 in 2006.</p> <p>19 Q. In 2007, how many employees were working</p> <p>20 for InterArch?</p> <p>21 A. I don't recall the exact number, but I</p> <p>22 think around 60.</p> <p>23 Q. And that's at the beginning of the year?</p> <p>24 A. Yes.</p> <p>25 Q. During 2007, did the number of employees</p> <p style="text-align: center;">KATHY BOWE COURT REPORTERS</p>
<p style="text-align: right;">11</p> <p>1 2006, the only other work you did was work for</p> <p>2 Commerce Bank customers for which Commerce Bank</p> <p>3 compensated InterArch; is that your testimony?</p> <p>4 A. Engaged us.</p> <p>5 Q. Right.</p> <p>6 A. And compensated us.</p> <p>7 Q. So in 2006, the sole source of</p> <p>8 InterArch's compensation or revenue -- let me</p> <p>9 start over. In 2006, the sole source of</p> <p>10 InterArch's revenue was Commerce Bank; correct?</p> <p>11 A. Correct.</p> <p>12 Q. In 2006, did InterArch turn down any</p> <p>13 work?</p> <p>14 A. We turned down work all the time. Yes.</p> <p>15 Yes, in 2006 we did.</p> <p>16 Q. Do you recall what work InterArch turned</p> <p>17 down in 2006?</p> <p>18 A. Not all of it. Some was Chipotle in New</p> <p>19 York.</p> <p>20 Q. That is a chain of restaurants?</p> <p>21 A. It is. Turned down work with Blue</p> <p>22 Cross/Blue Shield, Harrisburg. There were</p> <p>23 several others.</p> <p>24 Q. Okay. Did you keep a record or a list</p> <p>25 of the business and work that you turned down?</p> <p style="text-align: center;">KATHY BOWE COURT REPORTERS</p>	<p style="text-align: right;">13</p> <p>1 change at InterArch?</p> <p>2 A. Yes.</p> <p>3 Q. If you started the year 2007 with</p> <p>4 approximately 60 employees, how many employees</p> <p>5 were employed by InterArch by the end of 2007?</p> <p>6 A. I would say -- I really don't know the</p> <p>7 number.</p> <p>8 Q. Do you have an estimate?</p> <p>9 A. Quite a few left.</p> <p>10 Q. Were you down to about 20, 25 employees?</p> <p>11 A. Could have been. I would have to look</p> <p>12 at a record. I don't recall.</p> <p>13 Q. What would you look at?</p> <p>14 A. I would look at probably employment</p> <p>15 records.</p> <p>16 Q. Any employment record in particular you</p> <p>17 would look at?</p> <p>18 A. No.</p> <p>19 Q. Kind of like a payroll list?</p> <p>20 A. Could.</p> <p>21 Q. But is it your best recollection or</p> <p>22 approximation that at the end of 2007, InterArch</p> <p>23 was down to about 20 to 25 employees?</p> <p>24 A. I would say 25 or so.</p> <p>25 Q. Okay. 25 is fair. All right. Now, did</p> <p style="text-align: center;">KATHY BOWE COURT REPORTERS</p>